

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this document.

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as set out in Appendix I to this document
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of the Company adopted on March 26, 2025 which will become effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix V to this document
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	any day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“Chengdu Neautus”	Chengdu Neautus Western Daodi Traditional Chinese Medicine Co., Ltd. (成都新荷花西部道地中藥有限公司) (formerly known as Yan Sang Neautus Traditional Chinese Medicine (Sichuan) Co., Ltd. (仁生荷花中藥(四川)有限公司)), a limited liability company established in the PRC on August 21, 2013, and a wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“CNAS”	China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會)
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Sichuan Neautus Traditional Chinese Medicine Co., Ltd. (四川新荷花中藥飲片股份有限公司), a limited liability company established in the PRC on December 30, 2001 and converted into a joint stock company with limited liability on June 9, 2009, formerly known as Sichuan Neautus Traditional Chinese Medicine Limited Liability Company (四川新荷花中藥飲片有限公司)
“Company Law” or “PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Compliance Advisor”	First Shanghai Capital Limited
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Jiang Yun and Kinna Investment
“Conversion of Unlisted Shares into H Shares”	the conversion of 58,655,441 Unlisted Shares into H Shares on a one-for-one basis upon the completion of [REDACTED], filing of which has been completed with the CSRC on April 15, 2026
“CSDC”	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Director(s)” or “our Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》)
“ESG”	environmental, social and governance

DEFINITIONS

“EU”	European Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FDA”	the United States Food and Drug Administration
“FIL”	Foreign Investment Law of the PRC (《中華人民共和國 外商投資法》)

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company and Independent Third Party, which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document

[REDACTED]

“Group,” “our Group,” “our,” “we” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guide for New Listing Applicants”	the Guide for New Listing Applicants as published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars,” “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“IASB”	International Accounting Standards Board
“IFRS Accounting Standards”	the International Financial Reporting Standards as issued by the IASB, which comprise the IFRS Accounting Standards, International Accounting Standards, Interpretations developed by the IFRS Interpretations Committee or its predecessor body, the Standing Interpretations Committee
“Independent Third Party(ies)”	an individual or a company which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

“ISO”	International Organization for Standardization
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DEFINITIONS

“Jinfang Caotang” Sichuan Jinfang Caotang E-commerce Co., Ltd. (四川金方草堂電子商務有限公司), a limited liability company established in the PRC on August 28, 2024, and owned by our Company, Ms. Zhang Xiaojia (張曉佳) (deputy general manager of our Company), Mr. Luo Yujin (羅玉金) (an executive Director and deputy general manager of our Company), Mr. Li Xueran (李雪然) (an Independent Third Party) and Ms. Liu Jing (劉靜) (an Independent Third Party) as to 68.0%, 20.0%, 8.0%, 2.0% and 2.0%, respectively

[REDACTED]

“Kinna Investment” Chengdu Kinna Investment Co., Ltd. (成都國嘉投資股份有限公司) (formerly known as Chengdu Kinna Biopharmaceutical Co., Ltd. (成都國嘉生物股份有限公司)), a company established in the PRC on April 3, 1996 and one of our Controlling Shareholders. Mr. Jiang Yun owns 47.0% in and controls Kinna Investment. The remaining 53% equity interest is owned as to 20.0%, 14.0%, 10.0%, 7.0% and 2.0% by Wu Lingnan, Liu Wei, Yang Yan, Liu Huaqing and Chen Shiyu, each an Independent Third Party and passive investor

“Latest Practicable Date” April 21, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the GEM of the Stock Exchange

“MIIT” Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

DEFINITIONS

“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“Neautus Hong Kong”	Neautus (H.K.) Natural Medicine Co., Limited (新荷花(香港)中藥有限公司), a limited liability company incorporated in Hong Kong on January 21, 2020, and a wholly-owned subsidiary of our Company
“Neautus Pharmacy”	Sichuan Neautus Wisdom Pharmacy Co., Ltd. (四川新荷花智慧大藥房有限公司), a limited liability company established in the PRC on April 1, 2021, and a wholly-owned subsidiary of our Company
“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局)
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NRDL”	National Reimbursement Drug List (國家醫保藥品目錄)

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisors”	Jingtian & Gongcheng, the legal advisors to the Company as to PRC laws
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) in the Company undertaken by the Pre-[REDACTED] Investor(s), details of which are set out in the section headed “History and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) of the Pre-[REDACTED] Investment(s)

[REDACTED]

“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	remuneration and appraisal committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“Share(s)” ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares

“Shareholder(s)” holder(s) of our Share(s)

“STA” the State Taxation Administration (中華人民共和國國家稅務總局)

[REDACTED]

“State Council” the State Council of the PRC (中華人民共和國國務院)

“Stock Exchange” or “Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

“Strategy Committee” the strategy committee of the Board

“subsidiarie(s)” has the meaning ascribed to it in section 15 of the Companies Ordinance

“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Track Record Period” the three years ended December 31, 2023, 2024 and 2025

“U.S. dollars,” “US\$” or “USD” United States dollars, the lawful currency of the United States

“U.S. Securities Act” the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“United States” or “U.S.” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

[REDACTED]

DEFINITIONS

“VAT” value added tax

“%” per cent

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

In this document the terms “associate(s),” “close associate(s),” “connected person(s),” “core connected person(s),” “connected transaction(s),” “substantial shareholder(s)” and “treasury share(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.